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UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

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In re:

Chapter 11

OTR MEDIA GROUP INC.,

Case No. 1-11-47385 (ESS)

Debtor.

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**ORDER GRANTING FINAL APPLICATION OF BRYAN CAVE LLP,
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES PURSUANT TO 11 U.S.C.
SECTIONS 330 AND 331 AS DEBTOR'S SPECIAL COUNSEL**

UPON the application dated October 28, 2013 (the "Application") [ECF No. 556] of Bryan Cave LLP ("BC"), as special counsel for the debtor and debtor-in-possession (the "Debtor"), seeking allowance of final compensation and reimbursement of expenses pursuant to §§ 328, 330 and 331 of the United States Bankruptcy Code (the "Bankruptcy Code") and Bankruptcy Rule 2016, as supplemented by the Local Bankruptcy Rules; and

UPON the complete record of the hearing held on November 19, 2013 at which the Court considered the Application (the "Hearing"); and

WHEREAS, all objections to the Application have been withdrawn, resolved or overruled as of the completion of the Hearing, including the responses of the City of New York [ECF No. 564] and Metropolitan National Bank [ECF No. 563].

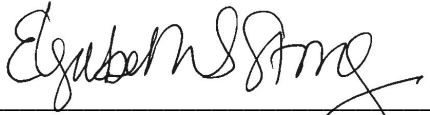
NOW, after due deliberation and this Court having determined at the Hearing that the relief requested in the Application is appropriate; and it appearing that proper and adequate notice of the Application has been given to all parties in interest and creditors and that no other further notice is necessary; and good and sufficient cause appearing therefore, it is hereby

ORDERED, that BC is hereby granted final compensation and reimbursement of expenses covering the period between August 25, 2011 through November 19, 2013 in the amount of \$351,563.96 for professional services rendered, inclusive of \$39,968.92 for expenses; and it is further

ORDERED, that after giving credit to the Debtor for payments made to BC in connection with prior orders approving BC's interim applications for allowances, the Debtor is hereby authorized to pay BC the sum of \$250,216.25 for professional services rendered, and \$38,778.81 for reimbursement of expenses (the "Final Award") provided, however that absent the prior express written consent of Metropolitan National Bank ("MNB"), no part of the Final Award shall be paid to BC during the Debtor's chapter 11 case out of MNB's Cash Collateral (as such term is defined in each of the twenty Interim Cash Collateral Orders entered in this case to date).

**Dated: Brooklyn, New York
January 6, 2014**




Elizabeth S. Stong
United States Bankruptcy Judge